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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

EASY STREET HOLDING, LLC, et al.,

Debtors.

Tax ID Numbers:

35-2183713 (Easy Street Holding, LLC),
20-4502979 (Easy Street Partners, LLC), and
84-1685764 (East Street Mezzanine, LLC)

Case No. 09-29905
(Jointly Administered with Cases 09-29907
and 09-29908)

Chapter 11

Honorable R. Kimball Mosier

DECLARATION OF WILLIAM SHOAF

William Shoaf, being duly sworn, hereby declares under penalty of perjury pursuant to 28 U.S.C. § 1746(2):

1. I am one of the co-managers of Easy Street Partners, LLC (“**Partners**”), Easy Street Mezzanine, LLC (“**Mezzanine**”), and Easy Street Holding, LLC (“**Holding**”), debtors and

debtors in possession in the above-captioned bankruptcy cases (collectively, the “**Debtors**” or the “**Companies**”). I am also the manager of CloudNine-Sky Lodge Management, LLC, which manages the day-to-day operations of the Debtors’ business, the Sky Lodge located in Park City, Utah. I am responsible for and totally familiar with the day-to-day operations, business, and financial affairs of the Debtors.

2. Each of the Debtors commenced cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) on September 14, 2009 (the “**Petition Date**”).

3. The Sky Lodge is being sold as fractional ownership with a total of 176 one-eighth shares offered. There are 22 units in total. Owners buy individual units and not just the rights to a stay.

4. As units are sold, the proceeds are swept into various escrow accounts (the “**Real Estate Sale Accounts**”), maintained at Wells Fargo Bank under the control of WestLB AG (“**WestLB**”) as the Administrative Agent for WestLB and BayNorth Realty Fund VI, LP (“**BayNorth**”).

5. As of the Petition Date, the Real Estate Sale Accounts totaled approximately \$3.2 million.

6. All of the funds in the Real Estate Sale Accounts were derived from the sales of fractional ownership interests in the Sky Lodge.

7. None of the funds in the Real Estate Sale Accounts were obtained from WestLB or any other lender of the Debtors.

8. Although the Debtors and WestLB discussed the possibility of using the funds in the Real Estate Sale Accounts to pay the claim of Jacobsen National Group, Inc. d/b/a Jacobsen

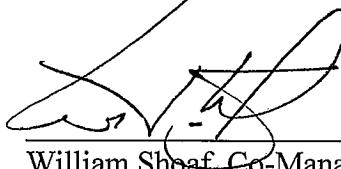
Construction ("**Jacobsen**") and other mechanic's lien creditors, there was never any binding written agreement between the Debtors and WestLB that the funds in the Real Estate Sale Accounts would be used to pay Jacobsen's claims or another other creditor's claim against the Debtors.

9. As of November 23, 2009, the Debtors had a cash balance in the Lockbox Account of \$153,268. Easy Street has sufficient free cash flow in the coming months to make the increased payments of adequate protection to WestLB.

I declare under penalty of perjury that the foregoing is true and correct.

Dated this 24th day of November, 2009.

EASY STREET PARTNERS, LLC;
EASY STREET MEZZANINE, LLC; and
EASY STREET HOLDING, LLC



William Shoaf, Co-Manager